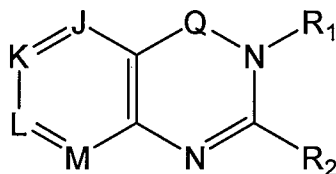


## AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

### Listing Of Claims

1. (currently amended) A compound comprising of Formula XXXVII:



XXXVII

wherein

Q is selected from the group consisting of CO, CS, or C=NR<sub>9</sub>;

J, K, L, and M are each independently CR<sub>12</sub>, provided that at least one of K and L is CR<sub>12</sub>

where R<sub>12</sub> is not hydrogen;

R<sub>1</sub> is -ZR<sub>m</sub>, ~~where:~~

Z is ~~a moiety providing 1-6 atom separation between R<sub>m</sub> and the ring to which R<sub>1</sub> is attached, and~~ selected from the group consisting of -CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-, -C(O)-, -CH<sub>2</sub>C(O)-, -C(O)CH<sub>2</sub>-, -CH<sub>2</sub>-C(O)CH<sub>2</sub>-, -C(O)CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>C(O)-, -O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>O-, -CH<sub>2</sub>OCH<sub>2</sub>-, -OCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>O-, -N(CH<sub>3</sub>)-, -NHCH<sub>2</sub>-, -CH<sub>2</sub>NH-, -CH<sub>2</sub>NHCH<sub>2</sub>-, -NHCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>NH-, -NH-C(O)-, -NCH<sub>3</sub>-C(O)-, -C(O)NH-, -C(O)NCH<sub>3</sub>-, -NHC(O)CH<sub>2</sub>-, -C(O)NHCH<sub>2</sub>-, -C(O)CH<sub>2</sub>NH-, -CH<sub>2</sub>NHC(O)-, -CH<sub>2</sub>C(O)NH-, -NHCH<sub>2</sub>C(O)-, -S-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-, -SCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>SCH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>S-, -C(O)S-, -C(O)SCH<sub>2</sub>-, -CH<sub>2</sub>C(O)S-, -C(O)CH<sub>2</sub>S-, -CH<sub>2</sub>SC(O)-, -CHR<sub>9</sub>-, -C(R<sub>9</sub>)(R<sub>9</sub>)-, -C(S)-, -C(NH)-, -C(NR<sub>9</sub>)-, -N(H)- and -N(R<sub>9</sub>)-

R<sub>m</sub> is ~~selected from the group consisting of a substituted or unsubstituted (C<sub>3-7</sub>)cycloalkyl, an aryl, hetero(C<sub>3-7</sub>)cycloalkyl and heteroaryl, either unsubstituted or substituted with one or more substituents selected from the group consisting of (C<sub>1-10</sub>)alkyl, (C<sub>3-12</sub>)cycloalkyl, hetero(C<sub>3-12</sub>)cycloalkyl, aryl(C<sub>1-10</sub>)alkyl, heteroaryl(C<sub>1-5</sub>)alkyl,~~

(C<sub>9-12</sub>)bicycloaryl, hetero(C<sub>4-12</sub>)bicycloaryl, carbonyl (C<sub>1-3</sub>)alkyl, thiocarbonyl (C<sub>1-3</sub>)alkyl, sulfonyl (C<sub>1-3</sub>)alkyl, sulfinyl (C<sub>1-3</sub>)alkyl, imino (C<sub>1-3</sub>)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, carbonyl, cyano, nitro, halo, imino, sulfonyl and sulfinyl groups;

R<sub>2</sub> is -UV, where:

U is a moiety providing 1-6 atom separation between V and the ring to which R<sub>2</sub> is attached and selected from the group consisting of -CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-, -C(O)-, -CH<sub>2</sub>C(O)-, -C(O)CH<sub>2</sub>-, -CH<sub>2</sub>-C(O)CH<sub>2</sub>-, -C(O)CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>C(O)-, -O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>O-, -CH<sub>2</sub>OCH<sub>2</sub>-, -OCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>O-, -N(CH<sub>3</sub>)-, -NHCH<sub>2</sub>-, -CH<sub>2</sub>NH-, -CH<sub>2</sub>NHCH<sub>2</sub>-, -NHCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>NH-, -NH-C(O)-, -NCH<sub>3</sub>-C(O)-, -C(O)NH-, -C(O)NCH<sub>3</sub>-, -NHC(O)CH<sub>2</sub>-, -C(O)NHCH<sub>2</sub>-, -C(O)CH<sub>2</sub>NH-, -CH<sub>2</sub>NHC(O)-, -CH<sub>2</sub>C(O)NH-, -NHCH<sub>2</sub>C(O)-, -S-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-, -SCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>SCH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>S-, -C(O)S-, -C(O)SCH<sub>2</sub>-, -CH<sub>2</sub>C(O)S-, -C(O)CH<sub>2</sub>S-, -CH<sub>2</sub>SC(O)-, -CHR<sub>9</sub>-, -C(R<sub>9</sub>)(R<sub>9</sub>)-, -N(H)-, -N(R<sub>9</sub>)-, (C<sub>3-7</sub>)cycloalkyl, (C<sub>3-6</sub>)heterocycloalkyl, azetidin-1-yl, pyrrolidin-1-yl, piperidin-yl, hexahydroazepan-1-yl and piperazin-1-yl, each unsubstituted or substituted with a substituent selected from the group consisting of aldehyde, alicyclic, aliphatic, alkyl, alkylene, alkylidene, amide, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, ester, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, oxo, hydroxy, iminoketone, ketone, nitro, oxaalkyl, and oxaalkyl moieties;

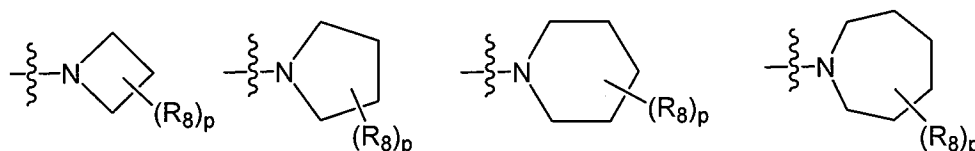
V comprises a basic nitrogen atom that is capable of interacting with a carboxylic acid side chain of an active site residue of a protein a primary, secondary or tertiary amine, a heterocycloalkyl comprising a nitrogen ring atom, or a heteroaryl comprising a nitrogen ring atom;

each R<sub>9</sub> is independently hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each substituted or unsubstituted or substituted with a substituent selected from the group consisting of aldehyde, alicyclic, aliphatic, alkyl, alkylene, alkylidene, amide, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, ester, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, oxo, hydroxy, iminoketone, ketone, nitro, oxaalkyl, and oxaalkyl moieties; and

each  $R_{12}$  is hydrogen or is independently selected from the group consisting of halo, perhalo( $C_{1-10}$ )alkyl,  $CF_3$ , alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, cyano, nitro, alkoxy, a carbonyl group, imine group, sulfonyl group and sulfinyl group, each ~~substituted or unsubstituted~~ or substituted with one or more substituents selected from the group consisting of aldehyde, alicyclic, aliphatic, alkyl, alkylene, alkylidene, amide, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl, cycloalkyl, cycloalkylene, ester, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, oxo, hydroxy, iminoketone, ketone, nitro, oxaalkyl and oxoalkyl moieties, or two  $R_{12}$  are taken together to form a ring fused to or bridged to the ring formed by J, K, L and M.

2-6. (cancelled)

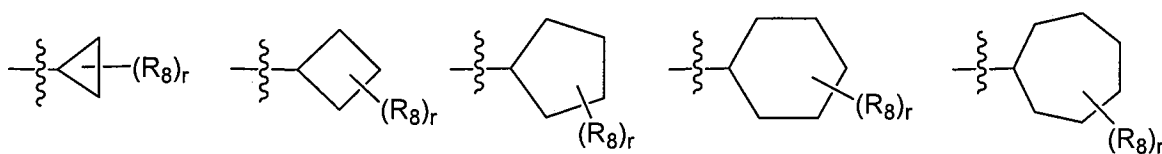
7. (original) A compound according to claim 1, wherein  $R_2$  is selected from the group consisting of



wherein  $p$  is 0-12 and each  $R_8$  is independently selected from the group consisting of halo, perhalo( $C_{1-10}$ )alkyl,  $CF_3$ , cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, carbonyl group, imino group, sulfonyl group and sulfinyl group, each substituted or unsubstituted, with the proviso that at least one  $R_8$  serves as V.

8. (original) A compound according to claim 7, wherein at least one  $R_8$  is a primary, secondary or tertiary amine.

9. (original) A compound according to claim 7, wherein at least one  $R_8$  is a substituted or unsubstituted heterocycloalkyl comprising a nitrogen ring atom or a substituted or unsubstituted heteroaryl comprising a nitrogen ring atom.
10. (original) A compound according to claim 7, wherein at least one  $R_8$  is selected from the group consisting of  $-NH_2$ ,  $-NH(C_{1-5} \text{ alkyl})$ ,  $-N(C_{1-5} \text{ alkyl})_2$ , piperazine, imidazole, and pyridine.
11. (original) A compound according to claim 1, wherein  $R_2$  is selected from the group consisting of



wherein  $r$  is 0-13 and each  $R_8$  is independently selected from the group consisting of halo, perhalo( $C_{1-10}$ )alkyl,  $CF_3$ , cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, carbonyl group, imino group, sulfonyl group and sulfinyl group, each substituted or unsubstituted, with the proviso that at least one  $R_8$  serves as V.

12. (original) A compound according to claim 11, wherein at least one  $R_8$  is a primary, secondary or tertiary amine.
13. (original) A compound according to claim 11, wherein at least one  $R_8$  is a substituted or unsubstituted heterocycloalkyl comprising a nitrogen ring atom or a substituted or unsubstituted heteroaryl comprising a nitrogen ring atom.
14. (original) A compound according to claim 11, wherein at least one  $R_8$  is selected from the group consisting of  $-NH_2$ ,  $-NH(C_{1-5} \text{ alkyl})$ ,  $-N(C_{1-5} \text{ alkyl})_2$ , piperazine, imidazole, and pyridine.

15. (original) A compound according to claim 1, wherein  $R_2$  is selected from the group consisting of 3-amino-piperidin-1-yl, 3-aminomethyl-pyrrolidin-1-yl, azetidin-1-yl, 3-aminoazetidin-1-yl, pyrrolidin-1-yl, 3-aminocyclopent-1-yl, 3-aminomethylcyclopent-1-yl, 3-aminomethylcyclohex-1-yl, hexahydroazepin-1-yl, 3-aminohexahydroazepin-1-yl, 3-amino-cyclohex-1-yl, piperazin-1-yl, homopiperazin-1-yl, 3-amino-pyrrolidin-1-yl, and R-3-aminopiperidin-1-yl, each substituted or unsubstituted.
16. (original) A compound according to claim 1, wherein  $R_2$  is selected from the group consisting of a substituted or unsubstituted 3, 4, 5, 6 or 7 membered ring.
- 17-18. (cancelled)
19. (original) A compound according to claim 1, wherein at least one  $R_{12}$  is halogen.
20. (original) A compound according to claim 1, wherein at least one  $R_{12}$  is fluorine.
- 21-27. (cancelled)
28. (currently amended) A compound according to claim-21 1, wherein Z is selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{CH}_2\text{CH}_2-$ ,  $-\text{CH}_2\text{CH}_2\text{CH}_2-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{CH}_2\text{C}(\text{O})-$ ,  $-\text{C}(\text{O})\text{CH}_2-$ ,  $-\text{CH}_2-\text{C}(\text{O})\text{CH}_2-$ ,  $-\text{C}(\text{O})\text{CH}_2\text{CH}_2-$ ,  $-\text{CH}_2\text{CH}_2\text{C}(\text{O})-$ ,  $-\text{O}-$ ,  $-\text{OCH}_2-$ ,  $-\text{CH}_2\text{O}-$ ,  $-\text{CH}_2\text{OCH}_2-$ ,  $-\text{OCH}_2\text{CH}_2-$ ,  $-\text{CH}_2\text{CH}_2\text{O}-$ ,  $-\text{N}(\text{CH}_3)-$ ,  $-\text{NHCH}_2-$ ,  $-\text{CH}_2\text{NH}-$ ,  $-\text{CH}_2\text{NHCH}_2-$ ,  $-\text{NHCH}_2\text{CH}_2-$ ,  $-\text{CH}_2\text{CH}_2\text{NH}-$ ,  $-\text{NH}-\text{C}(\text{O})-$ ,  $-\text{NCH}_3-\text{C}(\text{O})-$ ,  $-\text{C}(\text{O})\text{NH}-$ ,  $-\text{C}(\text{O})\text{NCH}_3-$ ,  $-\text{NHC}(\text{O})\text{CH}_2-$ ,  $-\text{C}(\text{O})\text{NHCH}_2-$ ,  $-\text{C}(\text{O})\text{CH}_2\text{NH}-$ ,  $-\text{CH}_2\text{NHC}(\text{O})-$ ,  $-\text{CH}_2\text{C}(\text{O})\text{NH}-$ ,  $-\text{NHCH}_2\text{C}(\text{O})-$ ,  $-\text{S}-$ ,  $-\text{SCH}_2-$ ,  $-\text{CH}_2\text{S}-$ ,  $-\text{SCH}_2\text{CH}_2-$ ,  $-\text{CH}_2\text{SCH}_2-$ ,  $-\text{CH}_2\text{CH}_2\text{S}-$ ,  $-\text{C}(\text{O})\text{S}-$ ,  $-\text{C}(\text{O})\text{SCH}_2-$ ,  $-\text{CH}_2\text{C}(\text{O})\text{S}-$ ,  $-\text{C}(\text{O})\text{CH}_2\text{S}-$ , and  $-\text{CH}_2\text{SC}(\text{O})-$ , each substituted or unsubstituted.
29. (currently amended) A compound according to claim-21 1, wherein Z is selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{C}(\text{S})-$ ,  $-\text{C}(\text{NH})-$ ,  $-\text{C}(\text{NR}_9)-$ ,  $-\text{O}-$ ,  $-\text{N}(\text{H})-$ ,  $-\text{N}(\text{R}_9)-$ , and  $-\text{S}-$ .

30-31. (cancelled)

32. (currently amended) A compound according to claim-21 1, wherein R<sub>m</sub> is a substituted or unsubstituted phenyl.

33. (currently amended) A compound according to claim-21 1, wherein R<sub>m</sub> is selected from the group consisting of (2-cyano)phenyl, (3-cyano)phenyl, (2-hydroxy)phenyl, (3-hydroxy)phenyl, (2-alkenyl)phenyl, (3-alkenyl)phenyl, (2-alkynyl)phenyl, (3-alkynyl)phenyl, (2-nitro)phenyl, (3-nitro)phenyl, (2-carboxy)phenyl, (3-carboxy)phenyl, (2-carboxamido)phenyl, (3-carboxamido)phenyl, (2-sulfonamido)phenyl, (3-sulfonamido)phenyl, (2-tetrazolyl)phenyl, (3-tetrazolyl)phenyl, (2-aminomethyl)phenyl, (3-aminomethyl)phenyl, (2-amino)phenyl, (3-amino)phenyl, (2-hydroxymethyl)phenyl, (3-hydroxymethyl)phenyl, (2-phenyl)phenyl, (3-phenyl)phenyl, (2-CONH<sub>2</sub>)phenyl, (3-CONH<sub>2</sub>)phenyl, (2-CONH(C<sub>1-7</sub>)alkyl)phenyl, (3-CONH(C<sub>1-7</sub>)alkyl)phenyl, (2-CO<sub>2</sub>(C<sub>1-7</sub>)alkyl)phenyl, and (3-CO<sub>2</sub>(C<sub>1-7</sub>)alkyl)phenyl, ~~NH<sub>2</sub>, -OH, (C<sub>3-7</sub>)alkyl, alkene, alkyne, CCH<sub>3</sub>, (C<sub>3-7</sub>)cycloalkyl, and aryl~~, each substituted or unsubstituted.

34. (currently amended) A compound according to claim-21 1, wherein R<sub>1</sub> is -OR<sub>11</sub>, where R<sub>11</sub> is selected from the group consisting of substituted or unsubstituted alkyl, ~~cycloalkyl~~, aryl, heteroaryl, ~~heterocycloalkyl~~, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl.

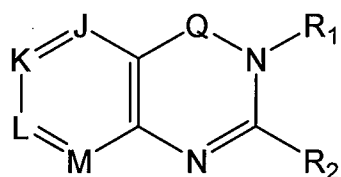
35. (currently amended) A compound according to claim-21 1, wherein Z is a carbonyl.

36. (currently amended) A compound according to claim-21 1, wherein R<sub>1</sub> is selected from the group consisting of -(CH<sub>2</sub>)-(2-cyano)phenyl, -(CH<sub>2</sub>)-(3-cyano)phenyl, -(CH<sub>2</sub>)-(2-hydroxy)phenyl, -(CH<sub>2</sub>)-(3-hydroxy)phenyl, -(CH<sub>2</sub>)-(2-alkenyl)phenyl, -(CH<sub>2</sub>)-(3-alkenyl)phenyl, -(CH<sub>2</sub>)-(2-alkynyl)phenyl, -(CH<sub>2</sub>)-(3-alkynyl)phenyl, -(CH<sub>2</sub>)-(2-nitro)phenyl, -(CH<sub>2</sub>)-(3-nitro)phenyl, -(CH<sub>2</sub>)-(2-carboxy)phenyl, -(CH<sub>2</sub>)-(3-carboxy)phenyl, -(CH<sub>2</sub>)-(2-carboxamido)phenyl, -(CH<sub>2</sub>)-(3-carboxamido)phenyl, -(CH<sub>2</sub>)-(2-sulfonamido)phenyl, -(CH<sub>2</sub>)-(3-sulfonamido)phenyl, -(CH<sub>2</sub>)-(2-tetrazolyl)phenyl, -(CH<sub>2</sub>)-(3-tetrazolyl)phenyl, -(CH<sub>2</sub>)-(2-aminomethyl)phenyl, -(CH<sub>2</sub>)-(3-aminomethyl)phenyl, -(CH<sub>2</sub>)-(2-amino)phenyl,

~~-(CH<sub>2</sub>)-(3-amino)phenyl, -(CH<sub>2</sub>)-(2-hydroxymethyl)phenyl, -(CH<sub>2</sub>)-(3-hydroxymethyl)phenyl, -(CH<sub>2</sub>)-(2-phenyl)phenyl, -(CH<sub>2</sub>)-(3-phenyl)phenyl, -(CH<sub>2</sub>)-(2-CONH<sub>2</sub>)phenyl, -(CH<sub>2</sub>)-(3-CONH<sub>2</sub>)phenyl, -(CH<sub>2</sub>)-(2-CONH(C<sub>1-7</sub>)alkyl)phenyl, -(CH<sub>2</sub>)-(3-CONH(C<sub>1-7</sub>)alkyl)phenyl, -(CH<sub>2</sub>)-(2-CO<sub>2</sub>(C<sub>1-7</sub>)alkyl)phenyl, -(CH<sub>2</sub>)-(3-CO<sub>2</sub>(C<sub>1-7</sub>)alkyl)phenyl, -CH<sub>2</sub>-NH<sub>2</sub>, -CH<sub>2</sub>-OH, -CH<sub>2</sub>-(C<sub>3-7</sub>)alkyl, -CH<sub>2</sub>-alkene, -CH<sub>2</sub>-alkyne, -CH<sub>2</sub>-CCH, -CH<sub>2</sub>-(C<sub>3-7</sub>)cycloalkyl, and -CH<sub>2</sub>-aryl, each substituted or unsubstituted.~~

37. (currently amended) A compound according to claim ~~21~~ 1, wherein R<sub>1</sub> is selected from the group consisting of -(C<sub>1</sub>)alkyl-aryl, -(C<sub>1</sub>)alkyl-bicycloaryl, -aminoaryl, -aminoheteroaryl, -aminobicycloaryl, -aminoheterobicycloaryl, -O-aryl, -O-heteroaryl, -O-bicycloaryl, -O-heterobicycloaryl, -(S)-aryl, -(S)-heteroaryl, -(S)-bicycloaryl, -S-heterobicycloaryl, -C(O)-aryl, -C(O)-heteroaryl, -C(O)-bicycloaryl, -C(O)-heterobicycloaryl, -C(S)-aryl, -C(S)-heteroaryl, -C(S)-bicycloaryl, -C(S)-heterobicycloaryl, -S(O)-aryl, -S(O)-heteroaryl, -S(O)-bicycloaryl, -SO<sub>2</sub>-heterobicycloaryl, -SO<sub>2</sub>-aryl, -SO<sub>2</sub>-heteroaryl, -SO<sub>2</sub>-bicycloaryl, -SO<sub>2</sub>-heterobicycloaryl, -C(NR<sub>9</sub>)-aryl, -C(NR<sub>9</sub>)-heteroaryl, -C(NR<sub>9</sub>)-bicycloaryl, -C(NR<sub>9</sub>)-heterobicycloaryl, each substituted or unsubstituted.

38. (currently amended) A compound ~~comprising of~~ comprising Formula XXXIX:



**XXXIX**

wherein

Q is selected from the group consisting of CO, CS, or C=NR<sub>9</sub>;

J, K, L, and M are each independently CR<sub>12</sub>, provided that at least one of K and L is CR<sub>12</sub>

where R<sub>12</sub> is not hydrogen;

R<sub>1</sub> is selected from the group consisting of a ~~substituted or unsubstituted~~ 3, 4, 5, 6 or 7 membered aryl ring, either unsubstituted or substituted with a substituent selected from the group

consisting of (C<sub>1-10</sub>)alkyl, (C<sub>3-12</sub>)cycloalkyl, hetero(C<sub>3-12</sub>)cycloalkyl, aryl(C<sub>1-10</sub>)alkyl, heteroaryl(C<sub>1-5</sub>)alkyl, (C<sub>9-12</sub>)bicycloaryl, hetero(C<sub>4-12</sub>)bicycloaryl, carbonyl (C<sub>1-3</sub>)alkyl, thiocarbonyl (C<sub>1-3</sub>)alkyl, sulfonyl (C<sub>1-3</sub>)alkyl, sulfinyl (C<sub>1-3</sub>)alkyl, imino (C<sub>1-3</sub>)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, carbonyl, cyano, nitro, halo, imino, sulfonyl and sulfinyl groups;

R<sub>2</sub> is -UV, where U is a moiety providing 1-6 atom separation between V and the ring to which R<sub>2</sub> is attached and V comprises a basic nitrogen atom that is capable of interacting with a carboxylic acid side chain of an active site residue of a protein selected from the group consisting of a 4, 5, 6 or 7 membered cycloalkyl or N-containing ring, the ring being substituted with one or more substituents selected from the group consisting of aldehyde, alicyclic, aliphatic, alkyl, alkylene, alkylidene, amide, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, ester, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, oxo, hydroxy, iminoketone, ketone, nitro, oxaalkyl, and oxaalkyl moieties;

each R<sub>9</sub> is independently hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each substituted or unsubstituted unsubstituted or substituted with a substituent selected from the group consisting of aldehyde, alicyclic, aliphatic, alkyl, alkylene, alkylidene, amide, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, ester, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, oxo, hydroxy, iminoketone, ketone, nitro, oxaalkyl, and oxaalkyl moieties; and

each R<sub>12</sub> is hydrogen or is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, cyano, nitro, alkoxy, a carbonyl group, imine group, sulfonyl group and sulfinyl group, each substituted or unsubstituted or substituted with one or more substituents selected from the group consisting of aldehyde, alicyclic, aliphatic, alkyl, alkylene, alkylidene, amide, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl, cycloalkyl, cycloalkylene, ester, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, oxo, hydroxy, iminoketone,



ketone, nitro, oxaalkyl and oxoalkyl moieties, or two R<sub>12</sub> are taken together to form a ring fused to or bridged to the ring formed by J, K, L and M.

39-47. (cancelled)

48. (original) A compound according to claim 38, wherein R<sub>1</sub> is a substituted or unsubstituted phenyl.

49. (cancelled)